



ENTERED
10/22/2010

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE:	§	
	§	
MARHABA PARTNERS LIMITED	§	CASE NO. 10-30227
PARTNERSHIP,	§	(Chapter 11)
	§	
DEBTOR.	§	
<hr/>		
COMPASS BANK D/B/A BBVA	§	
COMPASS,	§	
	§	
MOVANT,	§	
	§	
VS.	§	CONTESTED MATTER
	§	
MARHABA PARTNERS LIMITED	§	
PARTNERSHIP,	§	
	§	
RESPONDENT.	§	

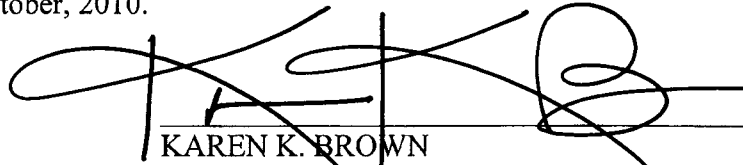
**ORDER GRANTING THE MOTION TO LIFT THE
STAY IN FAVOR OF COMPASS BANK D/B/A BBVA COMPASS
AGAINST MARHABA PARTNERS LIMITED PARTNERSHIP
(relates to docket no. 115)**

CAME ON for consideration, the Motion to Lift the Stay in Favor of Compass Bank d/b/a BBVA Compass Against Marhaba Partners Limited Partnership (the "Motion") (dk 115), the Objection to Motion for Relief from Automatic Stay filed by Compass Bank (the "Debtor's Objection") (dk 118), Tax Ease Funding, L.P.'s Objection to Compass Bank's Motion for Relief from Automatic Stay ("Tax Ease's Objection") (dk 121), and the Objection to the Motion to Lift the Stay in Favor of Compass Bank d/b/a BBVA Compass Against Marhaba Partners Limited Partnership ("Lasco's Objection") (dk 132), and the Court after reviewing the pleadings, hearing the evidence, and weighing the arguments, hereby grants Compass Bank's motion to lift the stay against Marhaba Partners Limited Partnership; it is therefore

ORDERED that the Motion is GRANTED; it is further

ORDERED that the automatic stay is terminated as to Compass Bank to allow it pursue its state law remedies with regards to the Real Property described on Exhibit A attached hereto (the "Real Property") including, but not limited to, allowing Compass Bank to post the Real Property in November 2010 for a December 7, 2010 non-judicial foreclosure sale.

SIGNED this 21st day of October, 2010.



KAREN K. BROWN
UNITED STATES BANKRUPTCY JUDGE

Order submitted by:

Michael J. Durrschmidt
Hirsch & Westheimer, PC
700 Louisiana, Suite 2550
Houston, Texas 77002

Exhibit "A"

TRACT I:

A tract or parcel containing 111.307 acres (4,848,534 square feet) of land situated in the Talcott Patching Survey, Abstract Number 620, Harris County, Texas, and being out of and a portion of a called 717.279 acre tract as described in the deed to Garth-Wallisville, Limited, recorded under Harris County Clerk's File Number D892853; said 111.307 acres being more particularly described by metes and bounds as follows (all bearings are based on the record bearings of said 717.279 acres):

COMMENCING at a 1-inch iron pipe found in the west right-of-way line of Garth Road (width varies), recorded under Harris County Clerk's File Numbers D838008, W485307 and X600931 and in Volume 858, Page 333 of the Deed Records, Harris County, Texas, the southeast corner of a called 89.1 acres conveyed to George Hamman in Volume 1054, Page 259 of the Deed Records, Harris County, Texas, the northeast corner of said called 717.279 acres and the northeast corner of the called 25,000 square feet tract conveyed to Charles Kipple, Trustee recorded under Harris County Clerk's File Number H510278;

THENCE, South $07^{\circ} 26' 25''$ East, along said west right-of-way line and said Garth Road, at a distance of 100.00 feet, pass the southeast corner of said called 25,000 square feet tract, at a distance of 2,035.56 feet, pass a 5/8-inch iron rod with plastic cap stamped "Terra Surveying" found marking the northeast corner of a called 36.93 acres, conveyed to Costal Industrial Water Authority as recorded under Harris County Clerk's File Number D838008, at a distance of 2,364.83 feet pass a 5/8-inch iron rod found marking the southeast corner of said called 36.93 acres, at a distance of 4,640.76 feet pass the northeast corner of a called 5.0000 acres, conveyed to Goose Creek Independent School District, recorded under Harris County Clerk's File Number G873953, at a distance of 4,853.40 feet pass the southeast corner of said called 5.0000 acres and the northeast corner of a called 15.0000 acres conveyed to Goose Creek Independent School District, under Harris County Clerk's File Number G812757, at a distance of 5,563.16 feet pass the southeast corner of said called 15.0000 acres in all a total distance of 5,685.71 feet to an angle point;

THENCE, North $85^{\circ} 44' 25''$ West, continuing along the west right-of-way line of said Garth Road, a distance of 10.27 feet, to an angle point;

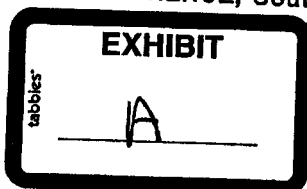
THENCE, South $07^{\circ} 26' 25''$ East, continuing along the west right-of-way line of said Garth Road, a distance of 25.02 feet to the northeast corner and the POINT OF BEGINNING of the herein described tract;

THENCE, South $07^{\circ} 26' 25''$ East, continuing along the west right-of-way line of said Garth Road, a distance of 1.870.53 feet, to a 5/8-inch iron rod with plastic cap stamped "Terra Surveying" found at the north end of a cutback line from Wallisville Road (width varies), recorded under Harris County Clerk's File Numbers W485307, X715895 and X600931 and in Volume 311, Page 3 of the Map Records, Harris County, Texas and marking the most northerly southeast corner of the herein described tract;

THENCE, South $36^{\circ} 32' 16''$ West, along said cutback line, a distance of 21.59 feet, to a 5/8"-inch iron rod with plastic cap stamped "Terra Surveying" found in the north right-of-way line of said Wallisville Road and marking the most southerly southeast corner of the herein described tract;

THENCE, South $80^{\circ} 30' 56''$ West, along the north right-of-way line of said Wallisville Road a distance of 772.43 feet to a 5/8-inch iron rod with plastic cap stamped "Terra Surveying" found marking an angle point of the herein described tract;

THENCE, South $07^{\circ} 18' 29''$ East, continuing along the north right-of-way line of said



Wallisville Road, a distance of 18.57 feet to a 5/8-inch iron rod with plastic cap stamped "Terra Surveying" found marking an angle point of the herein described tract;

THENCE, South 80°22'16" West, continuing along the north right-of-way line of said Wallisville Road, a distance of 844.01 feet, to a 5/8-inch iron with plastic cap stamped "Terra Surveying" found marking the southeast corner of a called 4.727 acres conveyed to Houston Lighting & Power Company in Volume 3018, Page 26 of the Deed Records, Harris County, Texas, and the most easterly southwest corner of the herein described tract;

THENCE, North 09°36'02" West, along the east line of said called 4.727 acres, a distance of 498.68 feet, to a 5/8-inch iron rod with plastic cap stamped "Terra Surveying" found marking the northeast corner of said 4.727 acres and an interior corner of the herein described tract;

THENCE, South 80°23'58" West, along the north line of said called 4.727 acres, a distance of 473.58 feet, to a 5/8-inch rod found in the east line of a called 150 feet wide Houston Lighting & Power Company easement recorded in Volume 3021, Page 30 of the Deed Records, Harris County, Texas, the east line of a called 22 feet wide Houston Lighting & Power Company easement recorded in Volume 2809, Page 645 of the Deed Records, Harris County, Texas, marking the northwest corner of said 4.727 acres and the most northerly southwest corner of the herein described tract;

THENCE, North 23°29'12" West, over and across said called 717.279 acres, along the east line of said called 22 feet wide Houston Lighting and Power easement and the east line of a said called 150 feet Houston Lighting and Power easement, a distance of 1,966.90 feet to a point in the south line of called 20 feet wide Seagull Petrochemical Corp. pipeline easement recorded under Harris County Clerk's File Numbers M373402 and M645320 and being the northwest corner of the herein described tract;

THENCE, North 66°30'50" East, continuing over and across said called 717.279 acres and along the south line of said called 20 feet wide Seagull Petrochemical Corp. pipeline easement, a distance of 26.94 feet, to an angle point of the herein described tract;

THENCE, North 79°53'08" East, continuing over and across said called 717.279 acres and the south line of said called 20 feet wide Seagull Petrochemical Corp. pipeline easement, a distance of 505.26 feet, to an angle point of the herein described tract;

THENCE, South 85°44'33" East, continuing over and across said called 717.279 acres and the south line of said called 20 feet wide Seagull Petrochemical Corp. pipeline easement, a distance of 2,147.85 feet, to an angle point of the herein described tract;

THENCE, North 85°52' 33" East, continuing over and across said called 717.279 acres and the south line of said called 20 feet wide Seagull Petrochemical Corp. pipeline easement, a distance of 32.31 feet to the POINT OF BEGINNING and containing 111.307 acres (4,848,534 square feet) of land.

TRACT II:

100.878 Acres or 4,394,235 Square Feet of land being part of that certain 1548.972 acre tract of land conveyed from HERMANN HOSPITAL ESTATE to HERMANN HEALTHCARE SYSTEM, Inc. by a deed dated November 4, 1997 and recorded under Clerk's File No. S734009, (the name changed from HERMANN HEALTHCARE SYSTEM, Inc. to MEMORIAL HERMANN HOSPITAL SYSTEM, Inc. by virtue of the merger evidenced by instrument recorded under Clerk's File No. S826525), of the Deed Records of Harris County, Texas (H.C.D.R.), lying in the VICTOR BLANCO FIVE LEAGUE GRANT, Abstract No.2, near Humble, in Harris County, Texas, said 100.878 Acre tract of land is more particularly

described by metes and bounds as follows:

BEGINNING at a 1 inch galvanized iron pipe found at the Southeast corner of a 187 Foot H.L.&P. Easement described in a deed recorded under Volume 1608, Page 430, H.C.D.R., on the South line of said 1548.972 Acre tract, same being the North line of that certain 78.11 Acre tract of land conveyed from Don Wootten, Trustee to 315 VILLAGE OF KINGS LAKE LTD. by a deed dated May 9, 2002 and recorded under Clerk's File No. V801891, H.C.D.R.;

THENCE South 87 deg. 15 min. 06 sec. West, along the North line of said 78.11 Acre tract of land, at a distance of 187.02 feet pass the Southeast corner of a 170 Foot Harris County Flood Control District (H.C.F.C.D.) Drainage Easement described in a deed recorded under Clerk's File No. G781461, H.C.D.R., from which a 3/4 inch iron pipe was found South, 0.45 feet and East, 0.42 feet, and continuing in all a distance of 327.04 (Called 326.92) feet to a point for corner, from which a 1 inch iron pipe was found East, 0.14 feet;

THENCE South 87 deg. 26 min. 39 sec. West, along the North line of KINGS LAKE FOREST, SECTION ONE, according to the map or plat thereof recorded in Volume 247, Page 34, of the Map Records of Harris County, Texas, a distance of 1629.86 (Called 1629.73) feet to a point for corner, from which a 5/8 inch iron rod was found East, 0.12 feet;

THENCE South 87 deg. 47 min. 10 sec. West, along the South line of said 1548.972 acre tract of land, at a distance of 40.00 feet pass the Northeast corner of that certain 5.0000 Acre tract of land conveyed from L.H.P. CORPORATION to Reverend Joseph A. Fiorenza by a deed dated January 15, 1986 and recorded under Clerk's File No. K393421, H.C.D.R., from which a 3/4 inch iron pipe was found South, 0.15 feet and East, 0.41 feet, at a distance of 490.00 feet pass the Northeast corner the remainder of that certain 217.6886 Acre tract of land conveyed from VINA HOMES Inc. to L.H.P. CORPORATION by a deed dated January 15, 1986 and recorded under Clerk's File No. K400315, H.C.D.R., and continuing in all a distance of 603.93 feet to a 5/8 inch iron rod with a cap set at a point for corner;

THENCE North 01 deg. 07 min. 48 sec. East, a distance of 1751.98 feet to a 5/8 inch iron rod with a cap set at a point for corner;

THENCE North 87 deg. 39 min. 34 sec. East, a distance of 2469.75 feet to a 5/8 inch iron rod with a cap set at a point for corner;

THENCE South 01 deg. 50 min. 51 sec. East, along the East Right-of-Way of said 187 Foot H.L.&P. Easement, same being the West line of that certain 209.630 Acre tract of land, a distance of 1741.72 feet to the POINT OF BEGINNING, containing within these calls 100.878 Acres or 4,394,235 Square Feet of land.

TRACT III:

A tract or parcel containing 13.860 acres of land situated in the Talcott Patching Survey, Abstract Number 620, Harris County, Texas, and being out of and a portion of the 717.279 acre tract as described in the deed to Garth-Wallisville, Limited, recorded under Harris County Clerk's File Number D892853; said 13.860-acre tract being more particularly described by metes and bounds as follows (all bearings are based on the record bearings of said 717.279 acre tract):

COMMENCING at a 5/8-inch iron rod with plastic cap stamped "TERRA SURVEYING"

found at the southwest end of a cutback line at the intersection of the west right-of-way line of Garth Road (width varies) and the north right-of-way line of Wallisville Road (width varies);

THENCE, SOUTH 80 degrees 30 minutes 56 seconds WEST, along said north right-of-way line, a distance of 772.43 feet to a 5/8-inch iron rod with plastic cap stamped "TERRA SURVEYING" found marking an angle corner in said north right-of-way line;

THENCE, SOUTH 07 degrees 18 minutes 28 seconds EAST, continuing along said north right-of-way line, a distance of 18.57 feet to a 5/8-inch iron rod with plastic cap stamped "TERRA SURVEYING" found marking an angle corner of the said north right-of-way line;

THENCE, SOUTH 80 degrees 22 minutes 16 seconds WEST, along said north right-of-way line, a distance of 1,199.32 feet to a 5/8-inch iron rod with plastic cap stamped "TERRA SURVEYING" found marking an angle corner in said north right-of-way;

THENCE, NORTH 89 degrees 32 minutes 55 seconds WEST, along said north right-of-way line, a distance of 158.75 feet to a point lying in the west line of the 150 feet wide HL&P Easement, as recorded in Volume 3021, Page 30 of the Harris County Deed Records (H.C.D.R.);

THENCE, NORTH 23 degrees 29 minutes 12 seconds WEST, along said west line, a distance of 403.68 feet to a 5/8-inch iron rod with plastic cap stamped "S&V SURVEYING" set at the POINT OF BEGINNING and the most southerly corner of the herein described tract, also lying in the northeast line of the 50 feet wide Humble Oil & Refining Co. Easement, as recorded in Volume 5296, Page 354 of the H.C.D.R.;

THENCE, NORTH 57 degrees 51 minutes 55 seconds WEST, along said northeast line, a distance of 1,342.79 feet to a 5/8-inch iron rod with plastic cap stamped "S&V SURVEYING" set at a westerly corner of the herein described tract;

THENCE, NORTH 51 degrees 01 minutes 12 seconds EAST, a distance of 651.92 feet to a 5/8-inch iron rod with plastic cap stamped "S&V SURVEYING" set at a northeasterly interior corner of the herein described tract;

THENCE, NORTH 23 degrees 29 minutes 12 seconds WEST, a distance of 832.92 feet to a 5/8-inch iron rod with plastic cap stamped "S&V SURVEYING" set a northwesterly corner of the herein described tract, lying in the south line of the San Jacinto River Authority Canal Easement, as recorded in Volume 6279, Page 517 of the H.C.D.R.;

THENCE, NORTH 79 degrees 53 minutes 35 seconds EAST, along said south line, a distance of 133.63 feet to a 5/8-inch iron rod stamped "S&V SURVEYING" set at a northerly corner of the herein described tract, lying in said west line of the HL&P Easement;

THENCE, SOUTH 23 degrees 29 minutes 12 seconds EAST, along said west line, a distance of 2,084.38 feet to the POINT OF BEGINNING, containing 13.860 acres of land.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL
PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time
stamped herein by me; and was duly RECORDED in the Official Public Records of Real Property of Harris
County, Texas on

JUL 25 2005



Brenda L. Keyman

COUNTY CLERK
HARRIS COUNTY, TEXAS

EXHIBIT "A"

TRACT I:

VOL 0974 PAGE 388

PARCEL I:

Being a 3.374-acre (146,990 square foot) tract of land situated in the H.H. Pennington Survey, A-321 and the H. & T.C.R.R. Survey, Section 73, A-154, Waller County, Texas, being that same 3.374-acre tract of land conveyed to McMillian Investments, L.P. as recorded in Volume 805, Page 458 of the Waller County Official Public Records, being out of Outlots 7, 8, 9, and 10 of the Brookshire Outlots as recorded in Volume 14, Page 380 of the Waller County Deed Records, being out of a 3.57-acre tract of land recorded in Volume 242, Page 492 of the Waller County Deed Records and being more particularly described by metes and bounds as follows:

BEGINNING at a 4-inch concrete monument found in the southerly right-of-way line of Interstate Highway No. 10 (320 feet wide) for the northwesterly corner of the Brookshire Municipal Water District Sewer Plant as recorded in Volume 129, Page 403 of the Waller County Deed Records, for the northeasterly corner of said 3.57-acre tract and for the northeasterly corner of this tract;

THENCE South 00° 57' 53" East, a distance of 82.45 feet with the westerly line of said Brookshire Municipal Water District Sewer Plant to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for the southeasterly corner of this tract;

THENCE South 89° 13' 33" West, a distance of 2,766.40 feet with the northerly line of the Brookshire Municipal Water District 30-foot wide right-of-way as recorded in Volume 129, Page 406 of the Waller County Deed Records and with the northerly right-of-way line of Tenth Street (60 feet wide) as recorded in Volume 14, Page 380 of the Waller County Deed Records to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for the southwesterly corner of this tract;

THENCE North 00° 46' 27" West, a distance of 23.82 feet to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set in the southerly right-of-way line of said Interstate Highway No. 10 for the northwesterly corner of this tract;

THENCE North 88° 00' 42" East, a distance of 2,766.75 feet with the southerly right-of-way line of said Interstate Highway No. 10 to the POINT OF BEGINNING and containing 3.374 acres (146,990 square feet) of land.

PARCEL II:

Being a 953.6-acre (41,538,900 square foot) tract of land situated in the H.H. Pennington Survey, A-321, the H. & T.C.R.R. Survey, Section 73, A-154, the T.S. Reese Survey, A-330 and the Nathan Brookshire Survey, A-16, Waller County, Texas, being out of a 953.6-acre tract of land conveyed to McMillian Investments, L.P. as recorded in Volume 805, Page 458 of the Waller County Official Public Records, being out of Outlots 17, 18, 19 and 20 of the Brookshire Outlots as recorded in Volume 14, Page 380 of the Waller County Deed Records, being out of a 19.6105-acre tract of land recorded in Volume 250, Page 128 of the Waller County Deed Records, being out of a 47.116-acre tract of land recorded in Volume 243, Page 606 of the Waller County Deed Records, being out of a 150.62-acre tract of land recorded in Volume 262, Page 403 of the Waller County Deed Records, being out of a 4.8152-acre tract of land recorded in Volume 277, Page 795 of the Waller County Deed Records, being out of a 93.675-acre tract of land recorded in Volume 240, Page 93 of the Waller County Deed Records, being out of a 24.1408-acre tract of land recorded in Volume 250, Page 9 of the Waller County Deed Records, being out of a 302.299-acre tract of land recorded in Volume 233, Page 774 of the Waller County Deed Records, being out of a 50-acre tract of land recorded in Volume 338, Page 791 of the Waller County Deed Records, being out of a 50-acre tract of land recorded in Volume 338, Page 796 of the Waller County Deed Records, being out of a 191.19-acre tract of land recorded in Volume 237, Page 329 of the Waller County Deed Records and being out of a 26.309-acre tract of land recorded in Volume 242, Page 492 of the Waller County Deed Records and being more particularly described by metes and bounds as follows:

VOL 0974 PAGE 389

BEGINNING at a 4-inch x 4-inch concrete monument found for the point-of-intersection of the westerly right-of-way line of Woods Road (80 feet wide) with the southerly right-of-way line of Interstate Highway No. 10 (width varies) for the northeasterly corner of said 191.19-acre tract and for the northeasterly corner of this tract;

THENCE South 02° 06' 49" East, a distance of 1,690.14 feet with the westerly right-of-way line of said Woods Road to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a point-of-curvature;

THENCE in a southerly direction with the westerly right-of-way line of said Woods Road and with a tangent curve to the right having a radius of 1,105.92 feet, a central angle of 17° 00' 00", a length of 328.13 feet and a chord bearing South 06° 23' 11" West, a distance of 326.93 feet to a 1/2-inch iron pipe found for a point-of-tangency;

THENCE South 14° 53' 11" West, a distance of 249.26 feet with the westerly right-of-way line of said Woods Road to a 1/2-inch iron pipe found for a point-of-curvature;

THENCE in a southerly direction with the westerly right-of-way line of said Woods Road and with a tangent curve to the left having a radius of 1,185.92 feet, a central angle of 17° 30' 00", a length of 362.22 feet and a chord bearing South 06° 08' 11" West, a distance of 360.81 feet to a 1/2-inch iron pipe found for a point-of-tangency;

THENCE South 02° 36' 49" East, a distance of 2,007.29 feet with the westerly right-of-way line of said Woods Road to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for the southeasterly corner of said 150.62-acre tract and for the southeasterly corner of this tract, from which a 1-1/2-inch iron pipe found bears South 87° 46' 29" West, a distance of 0.69 feet;

THENCE South 87° 46' 29" West, a distance of 3,184.82 feet with the northerly line of a 150.0909-acre tract of land described as "First Tract" as recorded in Volume 152, Page 268 of the Waller County Deed Records to a 1-1/2-inch iron pipe found for the most southerly southwesterly corner of this tract;

THENCE North 02° 33' 17" West, a distance of 1,996.16 feet with the easterly line of the Archie K. Brookshire 30-acre tract of land as recorded in Volume 60, Page 580 of the Waller County Deed Records to a 1-1/2-inch iron pipe found for an interior corner of this tract;

THENCE South 86° 30' 38" West, a distance of 1,396.67 feet with the northerly line of said 30-acre tract and with the northerly line of the Howard L. Brookshire 30-acre tract of land as recorded in Volume 147, Page 248 of the Waller County Deed Records to a 1-1/2-inch iron pipe found for an interior corner of this tract;

THENCE South 03° 34' 47" East, a distance of 703.09 feet with the westerly line of said Howard L. Brookshire 30-acre tract to a 1-1/2-inch iron pipe found for an angle point of this tract;

THENCE South 02° 27' 11" East, a distance of 364.21 feet with the westerly line of said Howard L. Brookshire 30-acre tract to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a southeasterly corner of this tract;

THENCE South 87° 24' 31" West, a distance of 2,882.01 feet with the northerly line of a 51.4349-acre tract of land conveyed to Ferrin B. Moreland, et ux, as recorded in Volume 425, Page 448 of the Waller County Deed Records to a 1-1/2-inch iron pipe found for an angle point of this tract;

THENCE South 87° 41' 43" West, a distance of 2,035.93 feet with the northerly line of said 51.4349-acre tract to a 1-1/2-inch iron pipe found in the easterly right-of-way line of F.M. Road No. 359 (100 feet wide) for the southwesterly corner of said 93.675-acre tract and for the southwesterly corner of this tract;

THENCE North 02° 23' 35" West, a distance of 31.29 feet with the easterly right-of-way line of said F.M. Road No. 359 to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for an angle point of this tract;

THENCE North 02° 54' 35" West, a distance of 982.52 feet with the easterly right-of-way line of said F.M. Road No. 359 to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for an angle point of this tract;

THENCE North 03° 34' 35" West, a distance of 660.84 feet with the easterly right-of-way line of said F.M. Road No. 359 to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a northwesterly corner of this tract, from which a 1/2-inch iron rod found bears North 87° 03' 23" East, a distance of 0.77 feet;

VOL 0974 PAGE 390

THENCE North 87° 03' 23" East, a distance of 296.08 feet with the southerly line of a 1.000-acre tract of land conveyed to Harold E. Brown and Ester M. Brown as recorded in Volume 663, Page 520 of the Waller County Deed Records to a 1/2-inch iron rod found for an interior corner of this tract;

THENCE North 03° 38' 37" West, a distance of 147.60 feet with the easterly line of said 1.000-acre tract to a 1/2-inch iron rod found for an interior corner of this tract;

THENCE South 87° 03' 23" West, a distance of 295.91 feet with the northerly line of said 1.000-acre tract to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set in the easterly right-of-way line of said F.M. Road No. 359 for a southwesterly corner of this tract, from which a 1/2-inch iron pipe found bears North 71° 32' 54" East, a distance of 0.58 feet;

THENCE North 03° 34' 35" West, a distance of 1,048.35 feet with the easterly right-of-way line of said F.M. Road No. 359 to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for an angle point of this tract, from which a 1/2-inch iron pipe found bears North 38° 40' 18" West, a distance of 0.84 feet;

THENCE North 87° 18' 18" East, a distance of 1,465.66 feet with the southerly line of a 3.1323-acre tract of land conveyed to Jessye Davis Spencer as recorded in Volume 577, Page 183 of the Waller County Deed Records, with the southerly line of a 1-acre tract of land conveyed to the City of Brookshire as recorded in Volume 602, Page 556 and described in Volume 275, Page 435 of the Waller County Deed Records, with the southerly line of the Mrs. I. Soloman tract of land recorded in Volume 96, Page 22 of the Waller County Deed Records, with the southerly line of a 1-acre tract of land conveyed to Nelson Shelton, et ux, as recorded in Volume 156, Page 119 of the Waller County Deed Records, and with the southerly line of a 0.6878-acre tract of land conveyed to Annie Shelton as recorded in Volume 233, Page 394 of the Waller County Deed Records to a 5/8-inch iron rod found for the southwesterly corner of said 4.8152-acre tract and for an interior corner of this tract;

THENCE North 02° 44' 02" West, a distance of 909.39 feet with the easterly line of said 0.6878-acre tract to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set in the southerly right-of-way line of Twelfth Street (40 feet wide as occupied) for a northwesterly corner of this tract;

THENCE North 88° 16' 35" East, a distance of 228.87 feet with the southerly right-of-way line of said Twelfth Street to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set, for a northeasterly corner of this tract;

THENCE South 03° 08' 25" East, a distance of 905.54 feet with the westerly line of the Sam Hill Estate tract of land (per the Waller County tax rolls, no deed was found for this tract) to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for an interior corner of this tract;

THENCE North 87° 18' 18" East, a distance of 240.25 feet with the southerly line of said Sam Hill Estate tract to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for an interior corner of this tract;

THENCE North 02° 19' 50" West, a distance of 472.63 feet with the easterly line of said Sam Hill Estate tract to a 1-1/2-inch iron pipe found for a northwesterly corner of this tract;

THENCE North 88° 22' 33" East, a distance of 822.46 feet with the southerly line of Maud Malone, et al, 1-acre tract as recorded in Volume 100, page 391 of the Waller County Deed Records, with the southerly line of the Robert Rogers, et ux, 1.012-acre tract as recorded in Volume 301, Page 690 of the Waller County Deed Records and with the southerly line of a 1.012-acre tract of land as recorded in Volume 202, Page 54 of the Waller County Deed Records to a 1-1/2-inch iron pipe found for an interior corner of this tract;

THENCE North 00° 07' 40" East, a distance of 209.56 feet with the easterly line of said 1.012-acre tract to a 1-1/2-inch iron pipe found for an interior corner of this tract;

THENCE South 88° 28' 52" West, a distance of 620.27 feet with the northerly line of said 1.012-acre tracts and with the northerly line of the Maud Malone, et al, tract as shown in Volume 436, Page 404 of the Waller County Deed Records to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a southwesterly corner of this tract;

VOL 0974 PAGE 391

THENCE North 03° 20' 48" West, a distance of 105.02 feet with the easterly line of a 1-acre tract of land conveyed to the City of Brookshire as recorded in Volume 469, Page 659 of the Waller County Deed Records and described in Volume 136, Page 264 of the Waller County Deed Records to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for an interior corner of this tract;

THENCE South 88° 28' 52" West, a distance of 174.49 feet with the northerly line of said 1-acre tract to a 1/2-inch iron rod found for a southwesterly corner of this tract;

THENCE North 01° 52' 35" West, a distance of 89.06 feet with the easterly right-of-way line of a 30-foot wide easement to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a northwesterly corner of this tract;

THENCE North 87° 48' 41" East, a distance of 233.82 feet with the southerly line of a 0.181-acre tract of land conveyed to Eleanor J. Taylor as recorded in Volume 456, Page 553 of the Waller County Deed Records to a 1-1/2-inch iron pipe found for an interior corner of this tract;

THENCE North 01° 26' 25" West, a distance of 34.10 feet with the easterly line of said 0.181-acre tract to a 1-1/2-inch iron pipe found for a northwesterly corner of this tract;

THENCE North 87° 49' 35" East, a distance of 427.55 feet with the southerly line of a 6.779-acre tract of land conveyed to Elton R.R. Foster as recorded in Volume 526, Page 432 of the Waller County Deed Records to a 1-1/2-inch iron pipe found for an interior corner of this tract;

THENCE North 01° 29' 27" West, a distance of 1,092.80 feet with the easterly line of said 6.779-acre tract, with the easterly line of the Eliza Leonard tract as recorded in Volume 203, Page 528 of the Waller County Deed Records and with the easterly line of a 1-acre tract of land conveyed to Richard N. Dale as recorded in Volume 516, Page 622 of the Waller County Deed Records to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set in the southerly right-of-way line of Tenth Street (60 feet wide) as recorded in Volume 14, Page 380 of the Waller County Deed Records for a northwesterly corner of this tract;

THENCE North 89° 13' 33" East, a distance of 855.74 feet with the southerly right-of-way line of said Tenth Street to a 1/2-inch iron pipe found for an interior corner of this tract;

THENCE North 00° 57' 53" West, a distance of 30.00 feet with the easterly terminus of said Tenth Street to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a northwesterly corner of this tract;

THENCE North 89° 13' 33" East, a distance of 590.00 feet with the southerly line of a Brookshire Municipal Water District 30-foot wide right-of-way as recorded in Volume 129, Page 406 of the Waller County Deed Records to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a northeasterly corner of this tract;

THENCE South 00° 57' 53" East, a distance of 27.55 feet with the westerly line of the Brookshire Municipal Water District Sewer Plant as recorded in Volume 129, Page 403 of the Waller County Deed Records to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for an interior corner of this tract;

THENCE South 60° 57' 53" East, a distance of 279.99 feet with the southwesterly line of said Brookshire Municipal Water District Sewer Plant to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for an interior corner of this tract;

THENCE North 89° 02' 07" East, a distance of 116.32 feet with the southerly line of said Brookshire Municipal Water District Sewer Plant to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for an interior corner of this tract, from which a 3/4-inch iron rod found bears North 04° 23' 28" East, a distance of 1.53 feet;

THENCE North 00° 57' 53" West, a distance of 268.82 feet with the easterly line of said Brookshire Municipal Water District Sewer Plant to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set in the southerly right-of-way line of said Interstate Highway No. 10 (320 feet wide) for a northwesterly corner of this tract, from which a 1/2-inch iron rod found bears South 70° 51' 53" West, a distance of 1.54 feet;

THENCE in an easterly direction with the southerly right-of-way line of said Interstate Highway No. 10 and with a non-tangent curve to the right having a radius of 3,659.72 feet, central angle of 03° 22' 49", a length of 215.92 feet

VOL 0974 PAGE 392

and a chord bearing South 84° 40' 43" East, a distance of 215.89 feet to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a point-of-tangency, from which a 4-inch concrete monument found bears North 77° 07' 11" West, a distance of 0.79 feet;

THENCE South 82° 59' 18" East, a distance of 3,981.18 feet with the southerly right-of-way line of said Interstate Highway No. 10 to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a point-of-curvature, from which a 4-inch concrete monument found bears South 83° 31' 43" East, a distance of 0.85 feet;

THENCE in an easterly direction with the southerly right-of-way line of said Interstate Highway No. 10 and with a tangent curve to the right having a radius of 532.96 feet, central angle of 31° 16' 33", a length of 290.92 feet and a chord bearing South 67° 21' 02" East, a distance of 287.33 feet to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a point-of-tangency, from which a 4-inch concrete monument found bears South 79° 35' 01" East, a distance of 0.73 feet;

THENCE South 51° 42' 45" East, a distance of 463.64 feet with the southerly right-of-way line of said Interstate Highway No. 10 to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a point-of-curvature, from which a 4-inch concrete monument found bears South 77° 49' 56" East, a distance of 1.16 feet;

THENCE in an easterly direction with the southerly right-of-way line of said Interstate Highway No. 10 and with a tangent curve to the left having a radius of 612.96 feet, central angle of 40° 00' 00", a length of 427.93 feet and a chord bearing South 71° 42' 45" East, a distance of 419.29 feet to a 5/8-inch iron rod with cap stamped "Weisser Eng. Houston, Tx." set for a point-of-tangency, from which a 4-inch concrete monument found bears South 66° 01' 45" East, a distance of 0.52 feet;

THENCE North 88° 17' 15" East, a distance of 105.30 feet with the southerly right-of-way line of said Interstate Highway No. 10 to the POINT OF BEGINNING and containing 953.6 acres (41,538,900 square feet) of land.

TRACT II:

Being all that 804.280 acres (35,034,645 square feet) of land with 512.78 acres, more or less, located in the Nathan Brookshire League, Abstract 16, Waller County, Texas and with 291.50 acres, more or less, being located in the Nathan Brookshire League, Abstract 14, Fort Bend County, Texas, said tract being a majority of the original 810.9 tract described in deed dated January 30, 1986, to Patricia P. Keathley, recorded in Volume 391, Page 5, Waller County Deed Records, being the same property described in Waller County Clerk's File Number 014869, a Substitute Trustee's Deed dated May 15, 2000, from Teal Creek West, Inc. to Richard Melamed for the benefit of Brookshire Lending Group, recorded in Volume 697, Pages 104 through 159, being the same property described in Volume 756, Pages 276 through 378, Waller County Deed Records, being all of those certain tracts described in Deed of Trust dated October 31, 2002 recorded in Volume 755, Page 796, Waller County Deed of Trust Records, Waller County, Texas and being a portion of the same tracts of land described and declared in Petitions for Fort Bend-Waller Counties Municipal Utility District No. 1 as described in Volume 685, Page 286, Volume 689, Page 053 and Volume 669, Page 862 of the Official Public Records of Waller County, Texas, said 804.280 acre tract of land being described by perimeter metes and bounds as follows to wit:

BEGINNING at a one-inch iron pipe found in the west right-of-way line of Woods Road (80 feet wide) for the northeast corner of a called 314.6845 acre tract described in deed dated June 16, 1972 to Gary Grossman, et al recorded in Volume 568, Page 220, Fort Bend County Deed Records and being the southeast corner of herein described tract Bearings based on the Texas Coordinate System, South Central Zone, North American Datum 1983 with origin at Triangulation Station "Brookshire";

THENCE, South 86 degrees 41 minutes 03 seconds West, along the north line of said 314.6845 acre tract, a distance of 5302.26 feet to a one inch iron pipe found in the easterly right-of-way line of FM 359 (100 feet wide per Volume 264, Pages 215, 217, 307 and 308, Fort Bend County Deed Records and Volume 114, Pages 310, 312, 313, 315 and 316, Waller County Deed Records) for the northwest corner of said 314.6845 acre tract and the southwest corner of the herein described tract, said point also being in a non-tangent curve to the left whose center bears South 54 degrees 24 minutes 10 seconds West, 11780.86 feet;

THENCE, along the easterly right-of-way line of F.M. 359, the following courses and distances:

VOL 0974 PAGE 393

In a northwesterly direction, with said non-tangent curve to the left, having a radius of 11780.86 feet, an arc length of 69.00 feet, a central angle of 00 degrees 20 minutes 08 seconds, and a chord which bears North 35 degrees 45 minutes 54 seconds West 69.00 feet to a 5/8 inch iron rod with cap set for the point of tangency, from which a found 1/2 inch iron pipe bears South 41 degrees West, 0.82 feet:

North 35 degrees 55 minutes 58 seconds West, a distance of 1032.63 feet to a 5/8 inch iron rod with cap found for angle point;

North 84 degrees 33 minutes 02 seconds East, a distance of 58.02 feet to a 5/8 inch iron rod with cap found for angle point;

North 35 degrees 55 minutes 58 seconds West, a distance of 91.10 feet to a 5/8 inch iron rod with cap found for angle point;

South 64 degrees 48 minutes 20 seconds, West, along the county line of Waller and Fort Bend counties, a distance of 50.89 feet to a 5/8 inch iron rod with cap found for angle point;

North 35 degrees 55 minutes 58 seconds West, a distance of 2251.42 feet to a 5/8 inch iron rod with cap found for the point of curvature of a curve to the left;

In a northwesterly direction, with said curve to the left, having a radius of 2960.16 feet, an arc length of 432.35 feet, a central angle of 08 degrees 22 minutes 06 seconds and a chord which bears North 40 degrees 07 minutes 01 seconds West, 431.96 feet to a 5/8 inch iron rod with cap found for the point of tangency;

North degrees 18 minutes 04 seconds West, a distance of 1503.03 feet to a 5/8 inch iron rod with cap found for the southwest corner of that called 6.5103 acre tract described in deed dated October 26, 2004 to Pete Mills in Volume 865, Page 086, Waller County Deed Records;

THENCE North 39 degrees 53 minutes 15 seconds East, with a northeasterly line of herein described tract and along the south line of said 6.5103 acre tract, a distance of 88.27 feet to a 5/8 inch iron rod with cap found for angle point in herein described tract;

THENCE South 76 degrees 05 minutes 58 seconds East, continuing-with a northeasterly line of herein described tract and along the south line of said 6.5103 acre tract, a distance of 126.21 feet to a 5/8 inch iron rod with cap found for angle point in herein described tract;

THENCE North 21 degrees 34 minutes 58 seconds East, continuing with a northeasterly line of herein described tract and along the south line of said 6.5103 acre tract, a distance of 190.99 feet to a 5/8 inch iron rod with cap found for angle point in herein described tract;

THENCE North 71 degrees 03 minutes 17 seconds East, continuing with a northeasterly line of herein described tract and along the south line of said 6.5103 acre tract, a distance of 336.53 feet to a 5/8 inch iron rod with cap found for angle point in herein described tract;

THENCE South 87 degrees 32 minutes 51 seconds East, continuing with a northeasterly line of herein described tract and along the south line of said 6.5103 acre tract, a distance of 274.97 feet to a point for corner in the centerline of Brookshire Gully and the southeast corner of said 6.5103 acre tract and being an angle point in herein described tract;

THENCE North 28 degrees 07 minutes 52 seconds East upstream with the centerline meanders of Brookshire Gully with the easterly line of said 6.5103 acre tract and with a westerly line of herein described tract, a distance of 153.30 feet to an angle point for the northeast corner of said 6.5103 acre tract, being the southeast corner of that certain 24.278 acre tract described in deed dated May 7, 1993 to S.M. Mills recorded in Volume 478 Page 810, Waller County Deed Records and being a point in west line of herein described tract;

THENCE North 19 degrees 14 minutes 59 seconds East, continuing upstream with the centerline meanders of Brookshire Gully and the east line of said 24.278 acre tract, a distance of 374.52 feet to an angle point for corner;

VOLUME 0974 PAGE 394

THENCE North 28 degrees 01 minutes 45 seconds East, continuing upstream with the centerline meanders of Brookshire Gully and the east line of said 24.278 acre, a distance of 801.72 feet to the southwest corner of a called 179 acre tract described indeed dated December 20, 1993 to loan Woods Watson Tract, et al recorded in Volume 486, Pages 842, 847, 852, 857, 862, 867, 875, and 879, Waller County Deed Records;

THENCE along the southerly line of said 179 acre tract and with the northerly line of herein described tract and with a Boundary Line Agreement dated January 7, 2001 executed between Philip R. Woods, Trustee, et al and Teal Creek West, Inc. and R. Judd Cribbs, Trustee, recorded in Volume 682, Page 830, Waller County Deed Records the following courses and distances:

South 64 degrees 05 minutes 31 seconds East, a distance of 81.80 feet to a one inch iron rod found for an angle point;

South 77 degrees 14 minutes 52 seconds East, a distance of 193.40 feet to a one inch iron pipe found for an angle point;

North 73 degrees 42 minutes 52 seconds East, a distance of 575.90 feet to one inch iron rod found for an angle point;

South 69 degrees 04 minutes 52 seconds East, a distance of 131.30 feet to a one inch iron rod found for an angle point;

South 18 degrees 10 minutes 08 seconds West, a distance of 32.70 feet to a one inch iron rod found for an angle point;

South 71 degrees 06 minutes 52 seconds East, a distance of 185.80 feet to a one inch iron pipe found for an angle point;

North 50 degrees 11 minutes 08 seconds East, a distance of 932.10 feet to one inch iron rod found for an angle point from which a 1/2 iron pipe bears South 78 degrees 21 minutes 12 seconds East, 3.03 feet;

North 88 degrees 00 minutes 08 seconds East, a distance of 1504.40 feet to one inch iron rod found for an angle point;

North 87 degrees 58 minutes 08 seconds East, a distance of 2542.00 feet to one inch iron rod found for an angle point;

North 87 degrees 45 minutes 08 seconds East, a distance of 529.54 feet to a 3/4 inch iron pipe found for the northwest corner of a residue of a certain 21 acre tract described as "Tract Nine" in deed dated October 5, 1998 to Bessie Mae Jordan recorded in Volume 601, Page 120, Waller County Deed Records and the most northerly northeast corner of the herein described tract;

THENCE South 02 degrees 39 minutes 37 seconds East, along the west line of said residue of a certain 21 acre tract, a distance of 956.12 feet to a one inch iron pipe found for the southwest corner of said residue of a certain 21 acre tract;

THENCE North 87 degrees 46 minutes 44 seconds East, along the south line of said residue of a certain 21 acre tract, a distance of 917.94 feet to a 3/8 inch iron rod found in the west right-of-way of Woods Road per Volume 162 Pages 19 and 21, Volume 167, Page 481, Waller County Deed Records for the southeast corner of said residue of a certain 21 acre tract and the most easterly northeast corner of the herein described tract;

THENCE South 02 degrees 40 minutes 29 seconds East, along the west right-of-way line of Woods Road, at a distance of 844.88 feet passing the county line of Waller and Fort Bend counties, in all a distance of 1023.52 feet to one inch iron pipe found for an angle point;

THENCE South 02 degrees 30 minutes 17 seconds East, continuing along the west right-of-way line of Woods Road, a distance of 3211.68 feet to the POINT OF BEGINNING and containing 804.280 acres (35,034.645 square feet) of land, more or less.

METES and BOUNDS DESCRIPTION

Of 156.661 Acres or 6,824,170 Square Feet of land being part of that certain 1056.585 acre tract of land of land conveyed from MEMORIAL HERMANN HOSPITAL SYSTEM to MARHABA PARTNERS LIMITED PARTNERSHIP by a deed dated September 10, 2003 and recorded under Clerk's File No. X012162, of the Deed Records of Harris County, Texas (H.C.D.R.), lying in the VICTOR BLANCO FIVE LEAGUE GRANT, Abstract No. 2, near Humble, in Harris County, Texas, said 156.661 Acre tract of land of land is more particularly described by metes and bounds as follows:

BEGINNING at a point on the West Right-of-Way of LOCKWOOD ROAD (a 80 foot Right-of-Way) described in a deed recorded under Volume 825, Page 417, H.C.D.R., same being the Southeast Right-of-Way of the BEAUMONT, SOUR LAKE & WESTERN RAILROAD described in a deed recorded under Volume 195, Page 54, H.C.D.R., from which a 1 inch iron pipe was found South, 0.21 feet, and East, 1.01 feet;

THENCE South 02 deg. 22 min. 17 sec. East, along the West Right-of-Way of said LOCKWOOD ROAD, a distance of 5191.17 feet to a 5/8" iron rod found at a point for corner;

THENCE Southwesterly, a distance of 33.31 feet along the arc of a curve to the right, along the most Southerly North line of that certain 487.421 Acre tract of land conveyed from MEMORIAL HERMANN HOSPITAL SYSTEM to MARHABA PARTNERS LIMITED PARTNERSHIP by a deed dated June 21, 2005 and recorded under Clerk's File No. Y555186, H.C.D.R., said curve having a radius of 30.00 feet, a central angle of 63°36'47", a chord which bears South 29°26'06" West, and a chord distance of 31.62 feet to a 5/8 inch iron rod found at a point for corner;

THENCE South 88 deg. 03 min. 20 sec. West, along the most Southerly North line of said 487.421 Acre tract of land, a distance of 2241.88 feet to a 5/8 inch iron rod found at a point for corner;

THENCE North 01 deg. 50 min. 51 sec. West, along the East line of a 187 Foot H.L.&P. Easement described in a deed recorded under Volume 1608, Page 430, H.C.D.R., same being the East line of said 487.421 Acre tract of land, a distance of 50.00 feet to a point for corner, from which a 5/8 inch iron rod was found North, 0.57 feet, and West, 0.19 feet;

THENCE North 88 deg. 03 min. 20 sec. East, along the South line of that certain 47.084 Acre tract of land conveyed from JACINTO PORT CORPORATION to HOUSTON LIGHTING & POWER by a deed dated December 16, 1980 and recorded under Clerk's File No. G800572, H.C.D.R., same being the North line of a 100 foot H.L.&P. Easement described in a deed recorded under volume 2425, Page 694, H.C.D.R., a distance of 1464.68 feet to a point for corner, from which a 5/8 inch iron rod was found North, 0.08 feet, and East, 0.22 feet;

THENCE North 01 deg. 50 min. 51 sec. West, along the East line of a said 47.084 Acre tract of land, a distance of 1400.00 feet to a point for corner, from which a 3/4 inch iron rod was found East, 0.17 feet;

THENCE South 88 deg. 03 min. 20 sec. West, along the North line of said 47.084 Acre tract of land, a distance of 1464.68 feet to 5/8 inch iron rod found at a point for corner;

THENCE North 01 deg. 50 min. 51 sec. West, along the East line of said 187 Foot H.L.&P. Easement, same being the East line of said 487.421 Acre tract of land, a distance of 1250.14 feet to a 5/8 inch iron rod found at a point for corner;

THENCE North 40 deg. 04 min. 42 sec. East, along the Northwest line of a 10 foot Harris County Flood Control District Drainage Easement described as Parcel 2A in a deed recorded under Clerk's File No. L417725, H.C.D.R., same being 40 feet Southeast of the Southeast Right-of-Way of said BEAUMONT, SOUR LAKE & WESTERN RAILROAD, distance of 1755.61 feet to a 5/8 inch iron rod found at a point for corner;

THENCE North 88 deg. 28 min. 47 sec. West, along the South line of a 60 Foot MAGNOLIA PIPELINE Easement described in a deed recorded under Clerk's File No. N742508, H.C.D.R., a distance of 51.15 feet to a 5/8 inch iron rod found at a point for corner;

THENCE North 40 deg. 04 min. 42 sec. East, along the Southeast Right-of-Way of said BEAUMONT, SOUR LAKE & WESTERN RAILROAD, distance of 1629.60 feet to POINT OF BEGINNING, containing within these calls 156.661 Acres or 6,824,170 Square Feet of land, Save and Except 0.138 Acres or 6,000 Square Feet of land, being described in a Deed recorded under Clerk's File No. N742507, H.C.D.R., said 0.138 Acre tract of land is more particularly described by the metes and bounds as follows:

COMMENCING at a point on the West Right-of-Way of said LOCKWOOD ROAD, same being the Southeast Right-of-Way of said BEAUMONT, SOUR LAKE & WESTERN RAILROAD, from which a 1 inch iron pipe was found South, 0.21 feet,

and East, 1.01 feet;

THENCE South 02 deg. 22 min. 17 sec. East, along the West Right-of-Way of said LOCKWOOD ROAD, a distance of 1247.18 (Called 1246.78) feet to a 1/2 inch iron rod with a cap found at a point for corner;

THENCE North 88 deg. 28 min. 47 sec. West, a distance of 59.91 feet to a 5/8 inch iron rod found at THE POINT OF BEGINNING;

THENCE South 01 deg. 31 min. 13 sec. West, a distance of 30.00 feet to a 1/2 inch iron rod with a cap found at a point for corner;

THENCE North 88 deg. 28 min. 47 sec. West, along the South line of a 60 foot MAGNOLIA PIPELINE Easement described in a deed recorded under Clerk's File No. N742508, H.C.D.R., a distance of 100.00 feet to a 1/2 inch iron rod with a cap found at a point for corner;

THENCE North 01 deg. 31 min. 13 sec. East, a distance of 60.00 feet to a 1/2 inch iron rod with a cap found at a point for corner;

THENCE South 88 deg. 28 min. 47 sec. East, along the North line of said 60 foot MAGNOLIA PIPELINE Easement, a distance of 100.00 feet to a 5/8 inch iron rod found at a point for corner;

THENCE South 01 deg. 31 min. 13 sec. West, a distance of 30.00 feet to POINT OF BEGINNING, containing within these calls 0.138 Acres or 6,000 Square Feet of land, as depicted by a plat prepared by Donald K. Hall, R.P.L.S. No. 4070 dated July 25, 2006.

WITNESS MY HAND AND SEAL THIS THE 25TH DAY OF July, 2006.


Donald K. Hall Registered Professional Land Surveyor No. 4070


VALUE TECHNOLOGIES.
SURVEYING & MAPPING

14306 Summerwood Lakes Drive
Houston, Texas 77044-5078



Phone: (281) 225-8876
Fax: (281) 225-8877
JOB No.: 302#987

METES and BOUNDS DESCRIPTION

Of 487.421 Acres or 21,232,050 Square Feet of land being all of that certain 487.421 Acre tract of land conveyed from MEMORIAL HERMANN HOSPITAL SYSTEM to MARHABA PARTNERS LIMITED PARTNERSHIP by a deed dated June 21, 2005 and recorded under Clerk's File No. Y555186, of the Deed Records of Harris County, Texas (H.C.D.R.), lying in the VICTOR BLANCO FIVE LEAGUE GRANT, Abstract No. 2, near Humble, in Harris County, Texas, said 487.421 Acre tract of land is more particularly described by metes and bounds as follows:

BEGINNING at a 1 inch galvanized iron pipe found at the Southeast corner of a 187 Foot H.L.&P. Easement described in a deed recorded under Volume 1608, Page 430, H.C.D.R., on the Southeast corner of the remainder of said 487.421 Acre tract, same being the North line of that certain 78.11 Acre tract of land conveyed from Don Wootten, Trustee to 315 VILLAGE OF KINGS LAKE LTD. by a deed dated May 9, 2002 and recorded under Clerk's File No. V801891, H.C.D.R.;

THENCE South 87 deg. 15 min. 06 sec. West, along the North line of said 78.11 Acre tract of land, at a distance of 187.02 feet pass the Southeast corner of a 170 Foot Harris County Flood Control District (H.C.F.C.D.) Drainage Easement described in a deed recorded under Clerk's File No. G781461, H.C.D.R., from which a 3/4 inch iron pipe was found South, 0.45 feet and East, 0.42 feet, and continuing in all a distance of 327.04 (Called 326.92) feet to a point for corner, from which a 1 inch iron pipe was found East, 0.14 feet;

THENCE South 87 deg. 26 min. 39 sec. West, along the North line of KINGS LAKE FOREST, SECTION ONE, according to the map or plat thereof recorded in Volume 247, Page 34, of the Map Records of Harris County, Texas, a distance of 1629.86 (Called 1629.73) feet to a point for corner, from which a 5/8 inch iron rod was found East, 0.12 feet;

THENCE South 87 deg. 47 min. 10 sec. West, along the North line of a 40 Foot Harris County Municipal Utility District Drainage Easement described in a deed recorded under Clerk's File No. G608430, H.C.D.R., at a distance of 40.00 feet pass the Northeast corner of that certain 5.0000 Acre tract of land conveyed from L.H.P. CORPORATION to Reverend Joseph A. Fiorenza by a deed dated January 15, 1986 and recorded under Clerk's File No. K393421, H.C.D.R., from which a 3/4 inch iron pipe was found South, 0.15 feet and East, 0.41 feet, at a distance of 490.00 feet pass the Northeast corner the remainder of that certain 217.6886 Acre tract of land conveyed from VINA HOMES Inc. to L.H.P. CORPORATION by a deed dated January 15, 1986 and recorded under Clerk's File No. K400315, H.C.D.R., and continuing in all a distance of 3820.34 (Called 3820.54) feet to a 1 inch iron rod found at a point for corner;

THENCE North 02 deg. 12 min. 42 sec. West, along the East line of that certain 44.267 Acre tract of land conveyed from Ned B. Morris and Victor Lee Morris to the H.C.F.C.D. by a deed dated May 8, 1996 and recorded under Clerk's File No. R950753, H.C.D.R., same being the East line of the NICHOLAS BRADY Survey, Abstract No. 149, a distance of 444.02 (Called 442.02) feet to a point for corner, from which a 3/4 inch pinched top pipe was found South, 0.33 feet;

THENCE North 40 deg. 04 min. 21 sec. East, along the Southeast Right-of-Way of the BEAUMONT, SOUR LAKE & WESTERN RAILROAD described in a deed recorded under Volume 195, Page 54, H.C.D.R., a distance of 8651.22 (Called 8653.20) feet to a 3/4 inch iron rod found at a point for corner;

THENCE North 40 deg. 04 min. 42 sec. East, along the Southeast Right-of-Way of said BEAUMONT, SOUR LAKE & WESTERN RAILROAD, a distance of 1679.19 feet to a 5/8 inch iron rod found at a point for corner;

THENCE South 88 deg. 28 min. 47 sec. East, along the South line of a 60 Foot MAGNOLIA PIPELINE Easement described in a deed recorded under Clerk's File No. N742508, H.C.D.R., a distance of 51.15 feet to a 5/8 inch iron rod found at a point for corner;

THENCE South 40 deg. 04 min. 42 sec. West, along the Northwest line of a 10 foot H.C.F.C.D. Drainage Easement described as Parcel 2A in a deed recorded under Clerk's File No. L417725, H.C.D.R., same being 40 feet Southeast of the Southeast Right-of-Way of said BEAUMONT, SOUR LAKE & WESTERN RAILROAD, distance of 1755.61 feet to a 5/8 inch iron rod found at a point for corner;

THENCE South 01 deg. 50 min. 51 sec. East, along the West line of the remainder of that certain 1056.585 acre tract of land of land conveyed from MEMORIAL HERMANN HOSPITAL SYSTEM to MARHABA PARTNERS LIMITED PARTNERSHIP by a deed dated September 10, 2003 and recorded under Clerk's File No. X012162, H.C.D.R., same being the East Right-of-Way of said 187 Foot H.L.&P. Easement, at a distance of 1250.14 feet pass a 5/8 inch iron rod found at the Northwest corner of that certain 47.084 Acre tract of land conveyed from JACINTO PORT CORPORATION to HOUSTON LIGHTING & POWER by a deed dated December 16, 1980 and recorded under Clerk's File No. G800572, H.C.D.R., at a distance of 2650.14 feet pass the Southwest corner of said 47.084 Acre tract of land, from which a 5/8 inch iron rod was found North, 0.57 feet, and West, 0.19 feet, and continuing in all a distance of 2700.14 feet to a 5/8 inch iron rod found at a point for

corner;

THENCE North 88 deg. 03 min. 20 sec. East, along the South line of the remainder of said 1056.585 acre tract of land, the North line of said 487.421 acre tract of land, same being 50 feet South of the South line of said 47.084 Acre tract of land, a distance of 2241.88 feet to a 5/8 inch iron rod found at a point for corner;

THENCE Northeasterly, a distance of 33.31 feet along the arc of a curve to the left, along the South line of the remainder of said 1056.585 acre tract of land, same being the North line of said 487.421 acre tract of land, said curve having a radius of 30.00 feet, a central angle of 63°36'47", a chord which bears North 29°26'06" East, and a chord distance of 31.62 feet to a 5/8 inch iron rod found at a point for corner;

THENCE South 02 deg. 22 min. 17 sec. East, along the West Right-of-Way of LOCKWOOD ROAD (a 80. foot Right-of-Way) described in a deed recorded under Volume 825, Page 417, H.C.D.R., same being the East line of said 487.421 acre tract of land, a distance of 77.00 feet to a 5/8 inch iron rod found at a point for corner;

THENCE South 88 deg. 03 min. 20 sec. West, along the South line of said 487.421 acre tract of land, the North line of the of that certain 209.630 Acre tract of land conveyed from MARHABA PARTNERS LIMITED PARTNERSHIP to ELAN DEVELOPMENT by a deed recorded under Clerk's File No. Y587557, H.C.D.R., same being the North line of a 240 foot H.L.&P. Easement described in a deed recorded under Volume 7839, Page 354, H.C.D.R., a distance of 2259.00 feet to a 5/8 inch iron rod found at a point for corner;

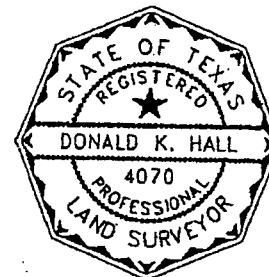
THENCE South 01 deg. 50 min. 51 sec. East, along the East Right-of-Way of said 187 Foot H.L.&P. Easement, the West line of said 209.630 acre tract of land, same being the East line of the remainder of said 487.421 acre tract of land, a distance of 4021.48 feet to the POINT OF BEGINNING, containing within these calls 487.421 Acres or 21,232,050 Square Feet of land, as depicted on a plat prepared by Donald K. Hall, R.P.L.S. No. 4070, dated July 25, 2006.

WITNESS MY HAND AND SEAL THIS THE 25TH DAY OF JULY, 2006.


Donald K. Hall Registered Professional Land Surveyor No. 4070.



14306 Summerwood Lakes Drive
Houston, Texas 77044-5078



Phone: (281) 225-8876
Fax: (281) 225-8877
JOB No.: 302#987

EXHIBIT "A"

Of 281.0977 Acres or 12,244,615 Square Feet of land being part of that certain 1548.972 acre tract of land of land conveyed from HERMANN HOSPITAL ESTATE to HERMANN HEALTHCARE SYSTEM, Inc. by a deed dated November 4, 1997 and recorded under Clerk's File No. S734009, (the name changed from HERMANN HEALTHCARE SYSTEM, Inc. to MEMORIAL HERMANN HOSPITAL SYSTEM, Inc. by virtue of the merger evidenced by instrument recorded under Clerk's File No. S826525), of the Deed Records of Harris County, Texas (H.C.D.R.), lying in the VICTOR BLANCO FIVE LEAGUE GRANT, Abstract No. 2, near Humble, in Harris County, Texas, said 281.0977 Acre tract of land of land is more particularly described by metes and bounds as follows:

COMMENCING at a 3/4 inch iron pipe found on the East Right-of-Way of LOCKWOOD ROAD (a 80 foot Right-of-Way) described in a deed recorded under Volume 825, Page 417, H.C.D.R., same being the Northwest corner of that certain 72.963 acre tract of land of land conveyed from KOCH EXPLORATION COMPANY, LCC to KOCH SPECIALITY PLANT SERVICES, INC. by a deed dated January 14, 2002 and recorded under Clerk's File No. N534466, H.C.D.R.;

THENCE North 02 deg. 22 min. 17 sec. West, along the East Right of-Way of said LOCKWOOD ROAD, a distance of 4097.29 feet to a 5/8 inch iron rod set at the POINT OF BEGINNING;

THENCE continuing North 02 deg. 22 min. 17 sec. West, along the East Right-of-Way of said LOCKWOOD ROAD, a distance of 3973.40 feet to a 5/8 inch iron rod set at a point for corner;

THENCE South 88 deg. 27 min. 16 sec. East, along the North line of a 30 foot Houston Pipeline Easement described in a deed recorded under Clerk's File No. R998624, H.C.D.R., a distance of 3367.13 feet to a 5/8 inch iron rod set at a point for corner;

THENCE South 84 deg. 33 min. 16 sec. East, along the North line of said 30 foot Houston Pipeline Easement, a distance of 57.19 feet to a 5/8 inch iron rod set at a point for corner;

THENCE Southerly, a distance of 100.92 feet along the arc of a curve to the right, along the West Right-of-Way of BELTWAY 8 (a Variable Right-of-Way) described in a deed recorded under Volume 6631, Page 360, H.C.D.R., same being the East line of said 30 foot Houston Pipeline Easement, said curve having a radius of 2714.79 feet, a central angle of 02°07'47", a chord which bears South 04°40'14" West, and a chord distance of 100.91 feet to a point for corner, from which a 5/8 inch iron rod was found North, 0.12 feet, and West, 0.08 feet;

THENCE South 05 deg. 44 min. 07 sec. West, along the West Right-of-Way of said BELTWAY 8, same being the East line of a 40 foot Houston Pipeline Easement described in said deed recorded under Clerk's File No. R998624, H.C.D.R., a distance of 879.65 feet to a point for corner, from which a 5/8 inch iron rod was found West, 0.20 feet;

THENCE South 05 deg. 20 min. sec. West, along the West Right-of-Way of said BELTWAY 8, same being the East line of said 40 foot Houston Pipeline Easement, a distance of 2811.65 feet to a 5/8 inch iron rod set at a point for corner;

THENCE South 88 deg. 03 min. 20 sec. West, along the North line of a 240 foot H.L.&P. Easement described in a deed recorded under Volume 7839, Page 354, H.C.D.R., a distance of 2902.28 feet to the POINT OF BEGINNING, containing within these calls 281.0977 Acres or 12,244,615 Square Feet of land as depicted on a plat prepared by Donald K. Hall, R.P.L.S. No. 4070, dated June 13, 2003.

RECORDER'S MEMORANDUM

At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded

ANY PROMISSOR HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW, THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in the number Sequence on the date and at the stamped herein by me, and was duly RECORDED in the Official Public Records of said Property of Harris County Texas on

AUG - 1 2006



Dorothy B. Kayman
COUNTY CLERK
HARRIS COUNTY, TEXAS